

FCC 601 Main Form	<p><i>DOCKET FILE COPY ORIGINAL</i></p> <p>FCC Application for Wireless Telecommunications Bureau Radio Service Authorization</p>	<p>Approved by OMB 3060 - 0798 See instructions for public burden estimate Submitted 03/07/2005 at 04:41 PM</p> <p>File Number: 0002069931</p>
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1) Radio Service Code: CW	1a) Existing Radio Service Code:
2) Application Purpose: New	
3a) If this request is for a <u>D</u> evelopmental License, <u>D</u> emonstration License, or a <u>S</u> pecial Temporary Authorization (STA), enter the code and attach the required exhibit as described in the instructions. Otherwise enter <u>N</u> (Not Applicable).	(<u>N</u>) <u>D</u> <u>M</u> <u>S</u> <u>N/A</u>
3b) If this request is for Special Temporary Authority due to an emergency situation, enter 'Y'; otherwise enter 'N'. Refer to Rule 1.915 for an explanation of situations considered to be an emergency.	(<u>N</u>) <u>Y</u> es <u>No</u>
4) If this request is for an Amendment or Withdrawal, enter the file number of the pending application currently on file with the FCC.	File Number:
5) If this request is for a Modification, Renewal Only, Renewal/Modification, Cancellation of License, Consolidate Call Signs, Duplicate License, or Administrative Update, enter the call sign of the existing FCC license.	Call Sign:
6) If this request is for a New, Amendment, Renewal Only, or Renewal/Modification, enter the requested authorization expiration date (this item is optional).	
7) Is this request "major" as defined in Section 1.929 of the Commission's Rules when read in conjunction with the applicable radio service rules found in Parts 22 and 90 of the Commission's Rules? (NOTE: This question only applies to certain site-specific applications. See the instructions for applicability and full text of Section 1.929)	() <u>Y</u> es <u>No</u>
8a) Does this filing request a Waiver of the Commission's Rules? If 'Yes', attach an exhibit providing the rule numbers and expanding circumstances.	(<u>N</u>) <u>Y</u> es <u>No</u>
8b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.	
8c) Are the frequencies or parameters requested in this filing covered by grandfathered privileges, previously approved by waiver, or functionally integrated with an existing station?	(<u>N</u>) <u>Y</u> es <u>No</u>
9) Are attachments being filed with this application?	(<u>Y</u>) <u>Y</u> es <u>No</u>

Applicant Information

10) FCC Registration Number (FRN): 0005209374			
11) Licensee is a(n): Corporation			
12) First Name (if individual):	MI:	Last Name:	Suffix:
13) Entity Name (if other than individual): Vermont Telephone Company, Inc.			
14) Name of Real Party in Interest of Applicant (if different from applicant):			
15) Taxpayer Identification Number of Real Party in Interest:			
16) Attention To:			
17) P.O. Box:	And/Or	18) Street Address: 354 River Street	

19) City: Springfield	20) State: VT	21) Zip Code: 05156
22) Telephone Number: (802)885-7000		23) FAX Number: (802)885-6300
24) E-Mail Address: mgulte@vermontel.com		

Contact Information (If different than applicant)

25) First Name: Howard	MI: S	Last Name: Shapiro	Suffix:
26) Entity Name: Bennet & Bennet, PLLC			
27) P.O. Box:	And/Or	28) Street Address: 10 G Street, N.E. - 7th Floor	
29) City: Washington	30) State: DC	31) Zip Code: 20002	
32) Telephone Number: (202)371-1500		33) FAX Number: (202)371-1558	
34) E-Mail Address: hshapiro@bennetlaw.com			

Regulatory Status

35) This filing is for authorization to provide or use the following type(s) of radio service offering (enter all that apply):	<input checked="" type="checkbox"/> (Yes) Common Carrier <input type="checkbox"/> (No) Non-Common Carrier <input type="checkbox"/> (No) Private, internal communications <input type="checkbox"/> (No) Broadcast Services <input type="checkbox"/> (No) Band Manager
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Type of Radio Service

36) This filing is for authorization to provide the following type(s) of radio service (enter all that apply):	<input type="checkbox"/> (No) Fixed <input checked="" type="checkbox"/> (Yes) Mobile <input type="checkbox"/> (No) Radiolocation <input type="checkbox"/> (No) Satellite (sound) <input type="checkbox"/> (No) Broadcast Services
37) Interconnected Service? (Y) <u>Yes</u> <u>No</u>	

Fee Status

38) Is the Applicant exempt from FCC application fees?	<input type="checkbox"/> <u>Yes</u> <u>No</u>
39) Is the Applicant exempt from FCC regulatory fees?	<input type="checkbox"/> <u>Yes</u> <u>No</u>

Alien Ownership Questions (If any answer is Yes, attach exhibit explaining circumstances.)

40) Is the applicant a foreign government or the representative of any foreign government?	<input type="checkbox"/> <u>N</u> <u>Yes</u> <u>No</u>
41) Is the applicant an alien or the representative of an alien?	<input type="checkbox"/> <u>N</u> <u>Yes</u> <u>No</u>
42) Is the applicant a corporation organized under the laws of any foreign government?	<input type="checkbox"/> <u>N</u> <u>Yes</u> <u>No</u>
43) Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> <u>N</u> <u>Yes</u> <u>No</u>

44) Is the applicant directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N) Yes No
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Basic Qualification Questions (If any answer is Yes, attach exhibit explaining circumstances.)

45) Has the applicant or any party to this application or amendment had any FCC station authorization, license, or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) Yes No
46) Has the applicant or any party to this application or amendment, or any party directly or indirectly controlling the applicant, ever been convicted of a felony by any state or federal court?	(N) Yes No
47) Has any court finally adjudged the applicant or any party directly or indirectly controlling the applicant guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(N) Yes No
48) Is the applicant or any party directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?	(N) Yes No

Aeronautical Advisory Station (Unicom) Certification

49) () I certify that the station will be located on property of the airport to be served, and, in cases where the airport does not have a control tower, RCO, or FAA flight service station, that I have notified the owner of the airport and all aviation service organizations located at the airport within ten days prior to application.

50) Race, Ethnicity, Gender of Applicant/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

General Certification Statements

1) The applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
2) The applicant certifies that grant of this application would not cause the applicant to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.* *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
3) The applicant certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
4) The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under Section 1.2002(c) of the rules, 47 CFR § 1.2002(c). See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b) for the definition of 'party to the application' as used in this certification.
5) The applicant certifies that it either (1) has current Form 602 on file with the Commission, (2) is filing an update Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

6) The applicant certifies that the facilities, operations, and transmitters for which this authorization is hereby requested are either: (1) categorically excluded from routine environmental evaluation for RF exposure as set forth in 47 C.F.R. § 1.1307(b); or, (2) have been found not to cause human exposure to levels of radiofrequency radiation in excess of the limits specified in 47 C.F.R. §§ 1.1310 and 2.1093; or, (3) are the subject of one or more Environmental Assessments filed with the Commission.

Signature

51) Typed or Printed Name of Party Authorized to Sign			
First Name: J. Michel	MI:	Last Name: Gulte	Suffix:
52) Title: President			
Signature: J. Michel Gulte			53) Date: 03/07/05
<p>Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid</p> <p>Upon grant of this license application, the licensee may be subject to certain construction or coverage requirements. Failure to meet the construction or coverage requirements will result in termination of the license. Consult appropriate FCC regulations to determine the construction or coverage requirements that apply to the type of license requested in this application.</p> <p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).</p>			

FCC 601 Schedule B	Schedule for Geographically Licensed Services	Approved by OMB 3060 - 0798 See instructions for public burden estimate
		File Number: 0002069931

Market/Channel Block				
1) Market Designator	2) Market Name	3) Channel Block	4) Sub-Market Designator	5) I am seeking a Tribal Lands Bidding Credit in this market
BTA249	Lebanon-Claremont, NH	E		No

Tribal Lands Information						
6) Market Designator	7) Channel Block	8) Name of Tribal Lands	9) Area, in square kilometers, of tribal lands contained within designated market	10) Indicate with an "X" those tribal lands where applicant has secured the required certification(s) from the tribal governments (attach certification(s))	11) The amount of bidding credit as defined by FCC Rules (by Market)	12) Additional amount of bidding credit requested (attach justification)

Certification Statements
For Applicants Claiming Eligibility as an Entrepreneur Under the General Rule

Applicant certifies that they are eligible to obtain the licenses for which they apply.

For Applicants Claiming Eligibility as a Publicly Traded Corporation

Applicant certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Applicants Claiming Eligibility using a Control Group Structure

Applicant certifies that they are eligible to obtain the licenses for which they apply.

Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Applicants Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Applicant certifies that they are eligible to obtain the licenses for which they apply.

Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Applicants Claiming Eligibility as a Rural Telephone Company

Applicant certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

For Applicants Claiming Tribal Lands Bidding Credit

Applicant certifies that it will comply with the bidding credit buildout requirements and consult with the tribal government(s) regarding the siting of facilities and deployment of service on the tribal land(s) as set out in the applicable FCC rules.

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing.

Attachment List

Attachment Type	Date	Description	Contents
Ownership	03/07/05	Exhibit A - Ownership	0179994951081947785351585.pdf
Other	03/07/05	Exhibit D - Designated Entities	0179994961081947785351585.pdf
Other	03/07/05	Exhibit H - Geographic Overlap	0179994981081947785351585.pdf
Other	03/07/05	Exhibit E - Agreements & Other Instruments	0179995291081947785351585.pdf

VERMONT TELEPHONE COMPANY, INC.

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EXHIBIT A

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APPLICANT OWNERSHIP INFORMATION

Parts 1 and 2: Direct and Indirect Ownership

(§§ 1.2105(a)(2)(ii), 1.2112(a))

The Vermont Telephone Company, Inc. ("Applicant") is a wholly owned subsidiary of Vermont National Telephone Company, Inc. (VNAT). VNAT is a Delaware corporation and is 100% owner of the Applicant. VNAT is controlled by J. Michel Guite with remaining ownership interest held by Mr. Walter B. Hewlett and The J. Michel Guite Children's Trust (Walter B. Hewlett, trustee). J. Michel Guite, a United States citizen, whose business address is the same as the Applicant, is the responsible corporate officer of this application. The Applicant's principal business is telecommunications. Applicant's address is 354 River Street, Springfield, Vermont, 05156. Following is a list of officers and directors of the Applicant:

Name/Address	Citizenship	Office Held
J. Michel Guite 354 River Street Springfield, Vermont 05156	U.S.	Chairman, President, Treasurer and Director
Norm Koch 354 River Street Springfield, Vermont 05156	U.S.	Director and Vice President
Keith Mendelson 354 River Street Springfield, Vermont 05156	U.S.	Director and Secretary

Part 3: Affiliates and Other Disclosable Interests & Entities

(§§1.2110, 1.2112(b), 24.720(b)(1))

The identities of the Applicant's affiliates, controlling interests, and the affiliates of Applicant's controlling interests used in the calculation of the Applicant's gross revenues pursuant to §1.2110, as well as FCC regulated entities in which the applicant has a ten percent or greater financial interest are reported pursuant to § 1.2112(b). The identity of each Section 24.720(b)(1) affiliate of Applicant, or of Applicant's controlling interests is as follows:

VTTEL WIRELESS, INC., a Delaware corporation, has an interest in a single PCS license in Marquette, MI

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(BTA282F) and is owned 100% by Vermont Telephone Company, Inc.

FOUR WINDS FARMS, INC. is a Vermont Corporation owned 100% by Vermont National Telephone Company, Inc. Four Winds has no telecommunications assets.

RURAL ECONOMIC DEVELOPMENT NETWORK, INC. (REDNET) is a New Hampshire Corporation solely owned by J. Michel Guite, who holds the controlling interest in the Applicant. REDNET was established in 2003 as a competitive local exchange carrier. REDNET has no assets or revenues.

The names, addresses, and citizenship of the officers and directors of Applicant's controlling parent and each affiliate are as follows:

Vermont National Telephone Company, Inc. (Parent of Applicant):

Name/Address	Citizenship	Title	Percentage of Interest Held
J. Michel Guite 354 River Street Springfield, VT 05156	U.S.	Chairman, President, Secretary, Treasurer, and Director	30.4% equity 50.67% voting
Walter B. Hewlett 354 River Street Springfield, VT 05156	U.S.	Director	49.33% equity 49.33% voting
The J. Michel Guite Children's Trust 354 River Street Springfield, VT 05156 (Walter B. Hewlett, trustee)	N/A	N/A	20.27% equity 0% voting

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VTel Wireless, Inc. (Wholly-owned subsidiary of Applicant):

Name/Address	Citizenship	Title
J. Michel Guite 354 River Street Springfield, VT 05156	U.S.	Chairman, President, Treasurer and Director
Norm Koch 354 River Street Springfield, VT 05156	U.S.	Director and Vice President
Keith Mendelson 354 River Street Springfield, VT 05156	U.S.	Director and Secretary

Four Winds Farms, Inc. (Wholly-owned subsidiary of Parent Company):

Name/Address	Citizenship	Title
J. Michel Guite 354 River Street Springfield, VT 05156	U.S.	President and Director
Norm Koch 354 River Street Springfield, VT 05156	U.S.	Director and Secretary

Rural Economic Development Network, Inc. (wholly owned by J. Michel Guite):

Name/Address	Citizenship	Title
J. Michel Guite 354 River Street Springfield, VT 05156	U.S.	President, Treasurer and Director
Keith Mendelson 354 River Street Springfield, Vermont 05156	U.S.	Secretary

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DESIGNATED ENTITIES
(§§1.2112(b), 24.720(b)(1))

The Applicant certifies that it is a small business as defined by Rule Section 24.720(b)(1). Pursuant to Rule Section 24.720(b)(1), a small business is an entity that, together with its affiliates and controlling interests and their affiliates, has average annual gross revenues for the three preceding years of not more than \$40 million.

The annual gross revenues of the Applicant, its affiliates, controlling interests and their affiliates as reported in Exhibit A are disclosed herein, separately and in the aggregate, pursuant to Rule Section 1.2112(b) and Section 24.720(b)(1).

The Applicant is a local exchange carrier having approximately 21,000 access lines, including all affiliates, and as such qualifies as a "rural telephone company".

Calculation of Gross Revenues				
	2001	2002	2003	Average
Applicant	\$25,114,000	\$26,152,000	\$26,637,500	\$25,967,833
VTel Wireless, Inc.	\$0	\$0	\$6,500	\$2,167
Vermont National Telephone Company, Inc.	\$188,000	\$305,000	\$514,000	\$335,667
Four Winds Farms, Inc.	\$0	\$0	\$0	\$0
REDNET, Inc.	\$0	\$0	\$0	\$0
Total	\$25,302,000	\$26,457,000	\$27,158,000	\$26,305,667

The Applicant certifies that (together with its respective affiliates and attributable interests) it has average gross revenues for the preceding three years of less than \$40 million based on the audited financial statements prepared by Berry Dunn McNeil & Parker of Portland, Maine. Accordingly, Applicant qualifies as a small business in Auction No. 58.

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EXHIBIT E

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AGREEMENTS & OTHER INSTRUMENTS (§§ 1.2107(d), 1.2112(b)(2)(i))

The Applicant certifies under penalty of perjury that it is not involved in any partnerships, joint ventures, consortia or other agreements, arrangements or understandings of any kind related to the licenses being auctioned, including any such agreements relating to the post-auction market structure or to geographically partition licenses.

The Applicant also certifies under penalty of perjury that it has not entered into any explicit or implicit agreements, arrangements or understandings of any kind with any parties, other than those identified in its application, regarding the amount of its bids, bidding strategies or the particular licenses on which Applicant bid or did not bid. The Applicant further certifies under penalty of perjury that it is in compliance with the FCC's anti-collusion rules.

The Applicant's organizational documents are attached hereto.

CERTIFICATE OF INCORPORATION

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "VERMONT NATIONAL TELEPHONE COMPANY, INC." FILED IN THIS OFFICE ON THE TWENTIETH DAY OF OCTOBER, A.D. 1993, AT 4 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO KENT COUNTY RECORDER OF DEEDS ON THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1993 FOR RECORDING.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION:

DATE: 4111698

10/21/1993

932945146

CERTIFICATE OF INCORPORATION

OF

VERMONT NATIONAL TELEPHONE COMPANY, INC.

The undersigned, for the purpose of organizing a corporation under the General Corporation Law of the State of Delaware, does hereby adopt the following Certificate of Incorporation:

FIRST: The name of the Corporation is VERMONT NATIONAL TELEPHONE COMPANY, INC. (hereinafter called the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 32 Loockerman Square, Suite L-100, City of Dover, County of Kent, Delaware 19901; and the name of the registered agent of the Corporation in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may engage under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 3,000 shares, and the par value of each such share is one-tenth of one cent (\$.001). All such shares are of one class and are shares of common stock.

FIFTH: The Corporation is to have perpetual existence.

SIXTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors shall be fixed by, or in the manner provided in, the By-Laws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. Directors need not be

elected by written ballot, unless so required by the By-Laws of the Corporation.

B. After the original or other By-Laws of the Corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the By-Laws of the Corporation may be exercised by the Board of Directors of the Corporation; provided, however, that any provisions of paragraph (d) of Section 141 of the General Corporation Law of the State of Delaware shall be set forth in an initial By-Law or in a By-Law adopted by the stockholders entitled to vote.

C. Whenever the Corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the Corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of this Certificate of Incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders, except as the provisions of paragraph (b)(2) of Section 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

SEVENTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware.

If the General Corporation Law of the State of Delaware is amended to authorize the further limitation or limitations of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended General Corporation Law of the State of Delaware. Any repeal or modification of this paragraph by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the Corporation existing at the time of such repeal or modification.

EIGHTH: The Corporation may, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and

supplemented, indemnify any and all persons whom it shall have power to indemnify under said Section 145 from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Section 145, and any indemnification granted hereunder shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

NINTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such a manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

TENTH: The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Holly E. Blewer	1667 K Street, N.W. Suite 1100 Washington, DC 20006

ELEVENTH: The name and mailing address of the person who is to serve as the sole director of the

Corporation until the first annual meeting of stockholders
or until his successor is elected and qualified is:

Dr. J. Michel Guité
47 Glenville Road
Greenwich, Connecticut 06831

TWELFTH: The Corporation reserves the right to
amend and repeal any provision contained in this Certificate
of Incorporation in the manner prescribed by subchapter VIII
of the General Corporation Law of the State of Delaware.
All rights herein conferred are granted subject to this
reservation.

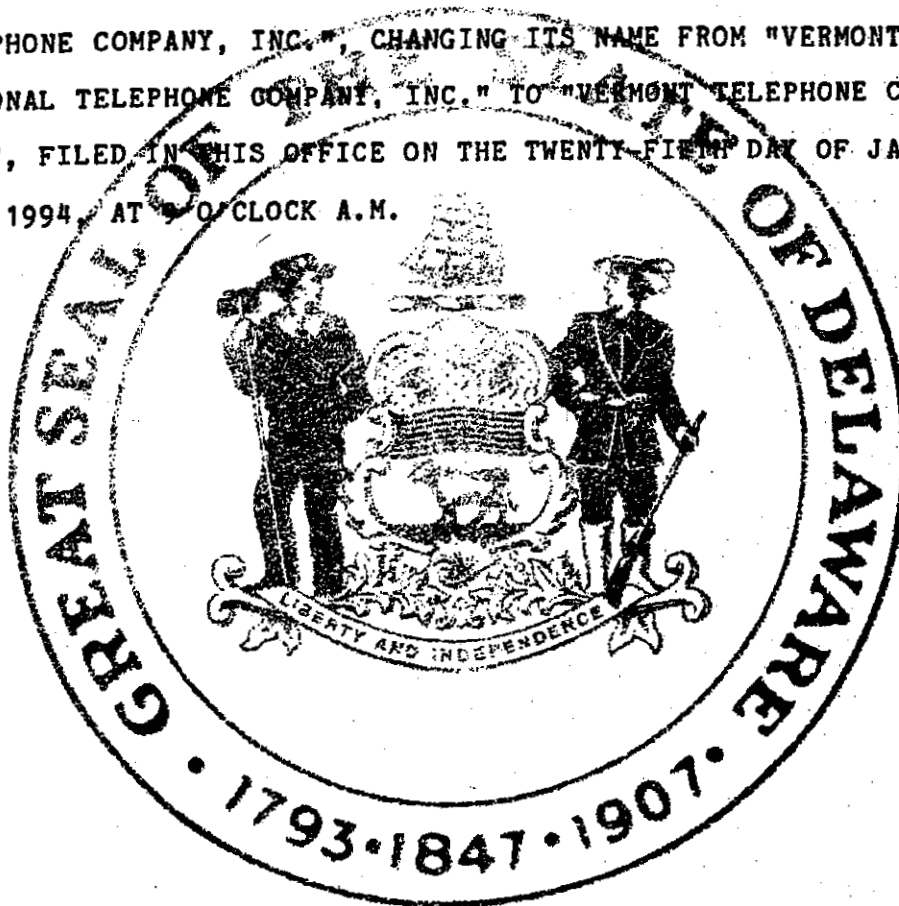
IN WITNESS WHEREOF, the undersigned does hereby
execute this Certificate of Incorporation this 20th day of
October, 1993.


Holly S. Blewer
Incorporator

AMENDMENT OF CERTIFICATE OF INCORPORATION

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VERMONT NATIONAL TELEPHONE COMPANY, INC.", CHANGING ITS NAME FROM "VERMONT NATIONAL TELEPHONE COMPANY, INC." TO "VERMONT TELEPHONE COMPANY, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 1994, AT 10 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2356163 8100

944136738

AUTHENTICATION: 7190209

DATE: 07-25-94

**CERTIFICATE OF AMENDMENT OF CERTIFICATE
OF INCORPORATION**

OF

VERMONT NATIONAL TELEPHONE COMPANY, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is Vermont National Telephone Company, Inc.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article 1 thereof and by substituting in lieu of said Article the following new Article 1:

"1. The name of the corporation is VERMONT TELEPHONE COMPANY, INC. (hereinafter called the "corporation")."

3. The amendment of the certificate of incorporation of the corporation herein certified was duly adopted, pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, by consent of at least a majority of the holders of the outstanding stock entitled to vote on this amendment.

Signed on January 11, 1994.

J. Michael Guité
J. Michael Guité, President

Attest:

Diane Gilbert
Diane Gilbert
Secretary

AMENDED AND RESTATED BY-LAWS

AMENDED AND RESTATED BY-LAWS OF
VERMONT TELEPHONE COMPANY, INC.

a Delaware Corporation

ARTICLE I

OFFICERS

SECTION 1. Registered Office. The registered office of the Corporation in the State of Delaware shall be 32 Loockerman Square, Suite L-100, City of Dover, County of Kent, Delaware 19901, and the name of its registered agent shall be The Prentice-Hall Corporation Systems, Inc., or such other person or entity as the Board of Directors may from time to time designate.

SECTION 2. Additional Offices. The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

SECTION 1. Place of Meetings. The Board of Directors shall have the power to designate any place within or without the State of Delaware for the holding of any meeting or meetings of stockholders; in the absence of such a designation by the Board of Directors, the stockholders shall have the power to designate the place for such meeting or meetings by obtaining written consent of all the persons entitled to vote thereat; provided, that, in the absence of any such designation, stockholders meetings shall be held at the principal office of the Corporation.

SECTION 2. Annual Meetings. (a) The annual meeting of the stockholders shall be held at such date and time as determined by the Board of Directors. At the annual meeting, the stockholders shall elect, by majority vote, a Board of Directors, consider reports of the affairs of the Corporation, and transact such other business as may properly be brought before the meeting.

(b) If the election of Directors shall not be held at the time designated for any annual meeting, or any adjournment of such meeting, the Board of Directors shall call a special meeting of the stockholders as soon as

conveniently possible thereafter. At such meeting, the election of Directors shall take place, and such election and any other business transacted thereat shall have the same force and effect as at an annual meeting duly called and held.

SECTION 3. Special Meetings. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the Chairman of the Board, President, or shall be called by the President or the Secretary at the request in writing by one or more stockholders holding not less than one-half of all the shares entitled to vote at such meeting. Such request shall state the purposes of the proposed meeting. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice. The President or Chairman of the Board so calling, or the stockholders so requesting, any such meeting shall fix the time and any place, either within or without the State of Delaware, as the place for holding such meeting.

SECTION 4. Notice of Meeting; Waiver of Notice. Except as otherwise provided below, each stockholder of record entitled to vote at the meeting shall be given in person, or by mail, or by telecopier, written or printed notice of the purpose or purposes, and the time and place within or without the State of Delaware of every meeting of stockholders. Such notice shall be delivered not less than ten (10) days nor more than sixty (60) days before the meeting. Notice is given, if mailed when deposited in the United States mail, postage prepaid, if telecopied when sent to the stockholder at his telecopier number as it appears on the records of the Corporation unless the stockholder shall have requested of the Secretary, in writing, that notice intended for him be telecopied to some other telecopier number, in which case the notice shall be transmitted to the number so designated. If a stockholder gives no address or telecopier number, notice shall be deemed to have been given him if sent by mail or other means of written communication addressed to the place where the principal office of the Corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. However, no publication of the notice of meeting shall be required. A stockholder may waive the notice of meeting by attendance, either in person or by proxy, at the meeting, or by so stating in writing, either before or after such meeting. Attendance at a meeting for the express purpose of objecting that the meeting was not lawfully called or convened shall not, however, constitute a waiver of notice. Except where otherwise required by law, notice need not be given of any adjourned meeting of the stockholders.

SECTION 5. Affidavit of Notice. Whenever any stockholder entitled to vote has been absent from any meeting of stockholders whether annual or special, an affidavit of the Secretary or an Assistant Secretary or the transfer agent of the Corporation to the effect that notice has been duly given shall in the absence of fraud be prima facie evidence that due notice of such meeting was given to such stockholder, as required by law and the By-Laws of the Corporation.

SECTION 6. Consent to Stockholders' Meetings. Any action taken at any meeting of stockholders, however called and noticed, shall be valid as though taken at a meeting held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the stockholders entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 7. Consent of Stockholders in Lieu of Meeting. Any action which might otherwise be taken at any annual or special meeting of stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action by any provision of the statutes or of the Certificate of Incorporation or of these By-Laws, at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

SECTION 8. Quorum. Except as otherwise provided by law, the holders of a majority of the shares entitled to vote thereat, present in person, or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business. If, however, such majority shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person, or by proxy, shall have the power to adjourn the meeting from time to time, until the requisite amount of voting shares shall be present. At such adjourned meeting at which the requisite amount of voting shares shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 9. Closing of Transfer Books; Record Date. (a) In order to determine the holders of record of the Corporation's stock who are entitled to notice of meetings, to vote at a meeting or adjournment thereof, or to receive payment of any dividend, or to make a determination of the stockholders of record for any other proper purpose, the Board of Directors of the Corporation may order that the Stock Transfer Books be closed for a period not to exceed sixty (60) days. If the purpose is to determine who is entitled to notice of a meeting and to vote at such meeting, the Stock Transfer Books shall be closed for at least ten (10) days preceding such meeting.

(b) In lieu of closing the Stock Transfer Books, the Board of Directors may fix a date as the record date for such determination of stockholders. Such date shall be no more than sixty (60) days prior to the date of the action which requires such determination, nor in the case of a stockholders' meeting, shall it be less than ten (10) days in advance of such meeting.

(c) If the Stock Transfer Books are not closed and no record date is fixed for determination of the stockholders of record entitled to notice or to vote at a meeting of stockholders, the day next preceding the day on which notice of the meeting is mailed, or for any other purpose the day on which the resolution of the Board of Directors relating thereto is adopted, as the case may be, shall be the record date for such determination of stockholders.

SECTION 10. Voting List. (a) A complete list of the stockholders of the Corporation entitled to vote at the ensuing meeting, arranged in alphabetical order, and showing the address of, and number of shares owned by each stockholder, shall be prepared by the Secretary or other officer or the transfer agent of the Corporation having charge of the Stock Transfer Books. This list shall be kept on file for a period of at least ten (10) days prior to the meeting either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where that meeting is to be held, and shall be subject to inspection during the ordinary business hours for any purpose germane to the meeting by any stockholder. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the whole time of the meeting.

(b) The original Stock Transfer Books shall be prima facie evidence as to who are the stockholders entitled to examine such list or to vote at any meeting of the stockholders.

SECTION 11. Proxies. Every stockholder entitled to vote or execute consents may do so either in person or by one or more agents authorized by a written proxy executed by the person or his duly authorized agent and filed with the Secretary of the Corporation, but no proxy shall be valid or acted upon after three years from its date, unless the proxy provides for a longer period.

SECTION 12. Presiding Officer; Order of Business; Conduct of Meeting. (a) Meetings of the stockholders shall be presided over by such person as shall be designated by the Chairman of the Board, or in his absence, by the President. The Secretary of the Corporation, or in his absence, an Assistant Secretary, shall act as secretary of the meeting.

(b) Subject to the following, meetings of stockholders shall generally follow accepted rules of parliamentary procedure.

1. The chairman of the meeting shall have absolute authority over matters of procedure and there shall be no appeal from the ruling of the chairman. If the chairman, in his absolute discretion, deems it advisable to dispense with the rules of parliamentary procedure as to any one meeting of stockholders or a part thereof, the chairman shall so state and shall clearly state the rules under which the meeting or appropriate part thereof shall be conducted.

2. If disorder shall arise which prevents continuation of the legitimate business of the meeting, the chairman may quit the chair and announce the adjournment of the meeting; and upon his so doing, the meeting is immediately adjourned.

3. The chairman may ask or require that anyone not a bona fide stockholder or proxy leave the meeting.

4. A resolution or motion shall be only considered for a vote if proposed by a stockholder or duly authorized proxy, and seconded by an individual, who is a stockholder or a duly authorized proxy, other than the individual who proposed the resolution or motion.

SECTION 13. Voting. Except as otherwise provided by law or by the Certificate of Incorporation, holders of common stock of the Corporation shall be entitled to vote upon matters to be voted upon by the stockholders. At each meeting of stockholders held for any purpose, each stockholder of record of stock entitled to vote thereat shall be entitled to vote the shares of such stock standing in his name on the books of the Corporation on the date

determined in accordance with Section 9 of this Article II, each such share entitling him to one vote.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders, unless the vote of a greater number is required by law or the Certificate of Incorporation.

The voting shall be by voice or by ballot as the chairman may decide, except that upon demand for a vote by ballot on any question or election, made by any stockholder or his proxy present and entitled to vote on such question or election, such vote by ballot shall immediately be taken.

SECTION 14. Voting of Stock of Certain Holders.

Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent or proxy as the by-laws of this Corporation may prescribe, or in the absence of such provision, as the board of directors of such corporation may determine. Shares standing in the name of a deceased person may be voted by the executor or administrator of such deceased person, either in person or by proxy. Shares standing in the name of a guardian, conservator or trustee may be voted by such fiduciary, either in person or by proxy, but no such fiduciary shall be entitled to vote shares held in such fiduciary capacity without a transfer of such shares into the name of such fiduciary. Shares standing in the name of a receiver may be voted by such receiver. A stockholder whose shares are pledged shall be entitled to vote such shares, unless in the transfer by the pledgor on the books of the corporation, he has expressly empowered the pledgee to vote thereon, in which case only the pledgee, or his proxy, may represent the stock and vote thereon.

SECTION 15. Treasury Stock. The Corporation shall not vote, directly or indirectly, shares of its own stock owned by it; and such shares shall not be counted in determining the total number of outstanding shares.

SECTION 16. Adjournment. Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

SECTION 17. Inspections of Election. In advance of any meeting of stockholders, the Board of Directors may appoint to office inspectors of election to act at such meeting or any adjournment thereof. If inspectors of election be not so appointed, the chairman of any such meeting may, and on the request of any stockholder or his proxy shall, make such appointment at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more stockholders or proxies, the majority of shares present shall determine whether one or three inspectors are to be appointed. In case any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may be filled by appointment by the Board of Directors in advance of the meeting, or at the meeting by the chairman.

The inspectors of election, impartially, in good faith, to the best of their ability, and as expeditiously as is practical, shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the authenticity, validity, and effect of proxies; receive votes, ballots or consents; hear and determine all challenges and questions in any way arising in connection with the right to vote; count and tabulate all votes or consents; determine the result; and do such acts as may be proper to conduct the election or vote with fairness to all stockholders. If there are three inspectors of election, the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all. On request of the chairman of the meeting or of any stockholder or his proxy, the inspectors shall make a report in writing of any challenge or question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated therein.

ARTICLE III

DIRECTORS--MANAGEMENT

SECTION 1. Powers. Subject to the limitation of the Certificate of Incorporation, of these By-Laws and of the Laws of the State of Delaware as to actions to be authorized or approved by the stockholders, all corporate powers shall be exercised by or under authority of, and the business and affairs of this Corporation shall be controlled by, a Board of Directors.

SECTION 2. Qualifications and Number of Directors. A director need not be a stockholder, a citizen of the United States, or a resident of the State of Delaware. The number of directors of the Corporation shall

initially be two. Thereafter, the number of Directors of the Corporation may be increased or decreased, from time to time, by a resolution of the Board of Directors, except that the number of Directors shall not be less than one. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

SECTION 3. Election and Tenure of Office. Each director shall be elected at the annual meeting of the stockholders or at a special meeting called for that purpose, a quorum being present, to serve until the annual meeting of the stockholders or until his successor is elected and qualified, or until his earlier resignation or removal. His term of office shall begin immediately after election. No election need be by written ballot. If the election of directors shall not be held on the day designated for any annual meeting or any adjournment of such meeting, the Board of Directors shall cause the election to be held at a special meeting of the stockholders as soon thereafter as may be convenient.

SECTION 4. Removal of Directors. Any director may be removed at any time, either with or without cause, by the affirmative vote of a majority in voting power of the stockholders of record of the Corporation entitled to elect a successor, and present in person or by proxy at a special meeting of such stockholders of which express notice of the intention to transact such business was given and at which a quorum shall be present.

SECTION 5. Vacancies. (a) Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual meeting of stockholders or at a special meeting called for that purpose.

(b) The stockholders may at any time elect a director to fill any vacancy not filled by the directors.

(c) A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any director, or if the stockholders shall increase the authorized number of directors but shall fail at the meeting at which such increase is authorized, or at an adjournment thereof, to elect the additional director so provided for, or in case the stockholders fail at any time to elect the full number of authorized directors.

SECTION 6. Resignations. Any director of the Corporation may resign at any time, in writing, by notifying the Chairman of the Board or the President of the

Corporation. Such resignation shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 7. Place of Meetings. Meetings of the Board of Directors shall be held at any place within or without the State of Delaware as designated for that purpose, from time to time, by resolution of the Board of Directors or written consent of all the members of the Board. Any meeting shall be valid, wherever held, if approved by the written consent of all members of the Board of Directors, given either before or after the meeting and filed with the Secretary of the Corporation.

SECTION 8. Telephonic Meetings. Members of the Board of Directors may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Article III, Section 8 shall constitute presence in person at such meeting.

SECTION 9. Annual Meeting. Immediately following each annual meeting of stockholders, the Board of Directors shall hold an annual meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with. Such annual meeting of directors may be held at any other time or place specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or in a waiver of notice thereof.

SECTION 10. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as may be fixed from time to time by action of the Board of Directors. Unless required by resolution of the Board of Directors, notice of any such meeting need not be given.

SECTION 11. Special Meetings and Notice Thereof. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board or by a majority of the directors then in office.

Notice of the time and place of special meetings shall be given orally in person or by telephone, or written and delivered personally to the directors or sent to each director by letter or by telegram, charges prepaid, addressed to him at his address as it is shown upon the records of the Corporation or if it is not so shown on such records or is not readily ascertainable, at the place at which the meetings of the directors are regularly held. In

case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the Corporation is located at least forty-eight (48) hours prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of such meeting. Such mailing, telegraphing or delivery as above provided shall be due, legal and personal notice to such director.

SECTION 12. Waiver of Notice. Any action taken at any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

SECTION 14. Quorum. A majority of the total number of directors duly qualified, elected and serving as such shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of the directors present at any meeting at which there is a quorum when duly assembled, is valid as a corporate act; provided that a minority of the directors, in the absence of a quorum, may adjourn the meeting from time to time, but may not transact any business.

SECTION 15. Directors Acting Without a Meeting. Any action required or permitted to be taken by the Board of Directors or a committee of directors under any provision of this Article may be taken without a meeting, if all members of the Board or the committee shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, or committee. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. Any certificate or other document filed under any provision of the Article which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the By-Laws authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 16. Compensation. Directors, and members of any committee of the Board of Directors, may be awarded such reasonable compensation for their services as Directors and members of any such committee as may be fixed from time to time by resolution of the Board of Directors and may also be awarded reimbursement for any reasonable expenses incurred in attending such meetings. The compensation of Directors may be on such basis as is determined by the resolution of the Board of Directors. Any Director receiving compensation under these provisions shall not be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services.

SECTION 17. Committees. (a) The Board of Directors, by resolution or resolutions adopted by a majority of the members of the whole Board, may appoint an Executive Committee. Such committee shall consist of one or more members of the Board of Directors including the Chairman of the Board. Such committee shall have and may exercise all the powers and authority of the Board of Directors except as the Board may specifically reserve by resolution and may authorize the seal of the Corporation to be affixed to all papers which may require it.

(b) The Board of Directors, by resolution or resolutions adopted by a majority of the members of the whole Board, may also appoint such other committees as it may deem appropriate. Each such committee shall consist of one or more members of the Board of Directors and shall have only such authority as the Board may specifically delegate by resolution. The Chairman of the Board shall be an ex officio member with full voting power of each committee.

(c) No committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending the By-Laws of the Corporation; and, unless the resolution, By-Laws or Certificate of Incorporation expressly so provide, no committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

(d) A majority of each committee may determine its action and may fix the time and place of its meetings, unless provided otherwise by the Board of Directors. The Board of Directors shall have the power at any time to fill vacancies in, to change the size or membership of and to discharge any such committee. No member of the committee

shall continue to be a member of it after he ceases to be a director of the Corporation.

(e) Each committee shall keep a written record of its acts and proceedings and shall submit such record to the Board of Directors at such times as requested by the Board of Directors. Failure to submit such record, or failure of the Board of Directors to approve any action indicated therein will not, however, invalidate such action to the extent it has been carried out by the Corporation prior to the time the record of such action was, or should have been, submitted to the Board of Directors as herein provided.

SECTION 18. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

ARTICLE IV

OFFICERS

SECTION 1. Number. The officers of the Corporation shall be a Chairman of the Board, a President, a Treasurer, and a Secretary, and where elected, one or more Vice-Presidents, any one or more of which may be designated Executive Vice President or Senior Vice President, and the holders of such other offices as may be established in accordance with the provisions of Section 3 of this Article. Any person may hold two or more offices, except that no person shall hold the office of President and Secretary simultaneously. No officer shall execute, acknowledge, verify or countersign any instrument on behalf of the corporation in more than one capacity, if such instrument is required by law, by these by-laws or by any act of the Corporation to be executed, acknowledged, verified or countersigned by two or more officers.

SECTION 2. Election; Term of Office. The principal officers shall be chosen annually by the Board of Directors at the first meeting held after the annual meeting of shareholders, or as soon thereafter as it is conveniently possible. Each officer shall serve until his successor shall have been chosen and qualified, or until his death, resignation or removal in the manner hereinafter provided. None of the officers need be a director, and none of the officers need be a stockholder of the Corporation.

SECTION 3. Subordinate Officers, Etc. The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

SECTION 4. Removal and Resignation. Any officer may be removed, either with or without cause, at any time by a majority vote of the Board of Directors then in office whenever in its judgment the best interests of the Corporation will be served by so doing. Any officer or agent may also be removed, with or by any officer having the authority to choose or appoint the officer or agent with or without cause. Any such removal shall be without prejudice to the recovery of damages for breach of contract rights, if any, of the person removed. Election or appointment of any officer or agent shall not of itself, however, create contract rights.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No resignation hereunder, or the acceptance thereof by the Board of Directors, shall prejudice the contract or other rights, if any, of the Corporation with respect to the person resigning.

SECTION 5. Vacancies. The Board of Directors shall have the power to fill any vacancies in any office occurring for any reason.

SECTION 6. Chairman of the Board. The Chairman of the Board shall be the Chief Executive Officer of the Corporation and have general supervision, direction and control of the business and all other officers of the Corporation. He shall preside at all meetings of the shareholders and at all meetings of the Board of Directors. The Chairman of the Board shall formulate and submit to the Board of Directors matters of general policy for the Corporation. The Chairman of the Board shall have the power to appoint and remove subordinate officers, agents and employees, except those elected or appointed by the Board of Directors. The Chairman of the Board may sign with the President or the Secretary or any other officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares of the Corporation and any deeds, bonds, mortgages, contracts, checks, notes, drafts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof has been expressly delegated by these by-laws or by the Board of Directors to some other officer or agent of the corporation, or shall be required by law to be otherwise executed. The Chairman of the Board or his designee shall have full power and authority to cast any votes which the Corporation is entitled to cast as a stockholder of another corporation. The Chairman of the Board shall perform such

other duties as usually appertain to the office or as may be prescribed by the Board of Directors or the Executive Committee.

SECTION 7. President. The President shall have the general powers and duties of management usually vested in the office of President of a corporation. The President shall have general supervision of the business of the Corporation, subject to the control of the Chairman of the Board and the Board of Directors and of any duly authorized committee of directors. The President shall, subject to the control of the Chairman of the Board, have the power to appoint and remove subordinate officers, agents and employees, except those elected or appointed by the Board of Directors. The President shall have the power to fix the compensation, including, if applicable, salaries and bonuses, of all officers, agents and employees of the Corporation. The President shall keep the Board of Directors fully informed and shall consult them concerning the business of the corporation. The President may sign with the Secretary or any other officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation and any deeds, bonds, mortgages, contracts, checks, notes, drafts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof has been expressly delegated by these by-laws or by the Board of Directors to some other officer or agent of the corporation, or shall be required by law to be otherwise executed. The President shall perform such other duties as usually appertain to the office or as may be prescribed by the Board of Directors or the Executive Committee. In the absence of the Chairman of the Board, the President shall preside at all meetings of the shareholders and at all meetings of the Board of Directors.

SECTION 8. Vice Presidents. The Vice Presidents, if any are appointed, shall perform such duties as from time to time may be assigned to them by the President. In the absence of the President, or in the event of his inability or refusal to act, the Executive Vice President (or in the event there shall be no Vice President designated Executive Vice President, any Vice President designated by the Board, or in the event that two or more Vice Presidents are designated Executive Vice President, then the first Executive Vice President to be so designated) shall perform the duties and exercise the powers of the President. The Vice Presidents shall have such other powers and authorities as are conferred upon them by these By-Laws.

SECTION 9. Secretary. The Secretary shall:

(a) Keep, or cause to be kept, a book of minutes at the principal office or such other place as the

Board of Directors may order, of all meetings of directors and stockholders, with the time and place of holding, whether regular or special and if special, how authorized, the notice thereof given, the names of those directors and stockholders present at the directors' meeting, the number of shares present or represented at stockholders' meetings and the proceedings thereof;

(b) Keep, or cause to be kept, at the principal office or at the office of the Corporation's transfer agent, or Registrar, a share register, or a duplicate share register, showing the names of the stockholders and their addresses; the number and classes of shares held by each; the number and date of certificates issued for the same; the number and date of every certificate surrendered for cancelation;

(c) Give or cause to be given, notice of all meetings of stockholders and the Board of Directors, as required by these By-Laws or by law to be given;

(d) Sign with the President, certificates for shares of the corporation, the issue of which shall have been authorized by resolution of the Board of Directors;

(e) Have general charge of the Stock Transfer Books of the corporation; and

(f) Keep the seal of the Corporation in safe custody, and shall have other powers and perform such other duties as may be prescribed by the Chairman of the Board, the President, or by the Board of Directors.

SECTION 10. Assistant Secretaries. The Assistant Secretary, if one is elected, or if there be more than one, the assistant secretaries in the order determined by the Board of Directors (or, if there be no such determination, then in the order of their election), shall, in the absence of the Secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Chairman of the Board, the President, the Board of Directors, or the Secretary may prescribe.

SECTION 11. Treasurer. The Treasurer shall:

(a) Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital surplus and surplus shares. Any surplus,

including earned surplus, paid-in surplus and surplus arising from a reduction of stated capital, shall be classified according to source and shown in a separate account. The books of account shall at all times be open for inspection by any director;

(b) Deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors;

(c) Disburse the funds of the Corporation as may be ordered by the Board of Directors;

(d) Render to the Chairman of the Board and the Directors, when they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and

(e) Have such other powers and perform such other duties as may be prescribed by the Board of Directors, the Chairman of the Board or the President.

SECTION 12. Assistant Treasurers. The Assistant Treasurer, if one is elected, or if there be more than one, the assistant treasurers in the order determined by the Board of Directors (or, if there be no such determination, then in the order of their election), shall, in the absence of the Treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Chairman of the Board, the President, the Board of Directors, or the Treasurer may prescribe.

ARTICLE V

INDEMNIFICATION

SECTION 1. Actions, Etc., Other Than By or In The Right of the Corporation. The Corporation shall indemnify and hold harmless to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended, other applicable law, if any, the Certificate of Incorporation of the Corporation, or these By-laws, any person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director of another corporation, partnership, joint venture, trust or other enterprise (hereinafter an "indemnitee"), against expenses (including attorneys' fees), judgments,

finances, amounts paid in settlement and all other charges against which such person may be indemnified and held harmless that are actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

SECTION 2. Actions, Etc., By or In The Right of the Corporation. The Corporation shall indemnify and hold harmless to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended, other applicable law, if any, the Certificate of Incorporation of the Corporation, or these By-laws, any person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) and all other charges against which such person may be indemnified and held harmless that are actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless such indemnification is authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended, the Certificate of Incorporation of the Corporation or these By-laws, or unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which the Court of Chancery or other such court shall deem proper.

SECTION 3. Determination of Right of Indemnification. Any indemnification under Section 1 or Section 2 (unless ordered by a court) shall be made by the Corporation unless a determination is reasonably and promptly made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in written opinion, or (c) by the stockholders, that such person acted in bad faith and in a manner that such person did not believe to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal proceeding, that such person believed or had reasonable cause to believe that his conduct was unlawful.

SECTION 4. Indemnification Against Expenses of Successful Party. Notwithstanding the other provisions of this Article, to the extent that an indemnitee has been successful on the merits or otherwise, including the dismissal of an action without prejudice, in defense of any proceeding or in defense of any claim, issue or matter therein, such person shall be indemnified against all expenses incurred in connection therewith.

SECTION 5. Advances of Expenses. Except as limited by Section 6 of this Article expenses incurred in any proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding, if the indemnitee shall undertake to repay such amount in the event that it is ultimately determined, as provided herein, that such person is not entitled to indemnification. Notwithstanding the foregoing, no advance shall be made by the Corporation if a determination is reasonably and promptly made by the board of directors by a majority vote of a quorum of disinterested directors or, if such a quorum is not obtainable or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, that, based upon the facts known to the board of directors or independent legal counsel at the time such determination is made, such person acted in bad faith and in a manner that such person did not believe to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal proceeding, that such person believed or had reasonable cause to believe his conduct was unlawful. In no event shall any advance be made in instances where the board of directors or independent legal counsel reasonably determine that such person deliberately breached his duty to the Corporation or its shareholders.

SECTION 6. Right to Indemnification Upon Application; Procedure Upon Application. Any indemnification under Sections 1, 2, 3 and 4, or advance

under Section 5 of this Article, shall be made promptly, and in any event within ninety days, upon the written request of the indemnified person, unless with respect to applications under Sections 1, 2, 3, or 5, a determination is reasonably and promptly made by the board of directors by a majority vote of a quorum of disinterested directors that such person acted in a manner set forth in such Sections as to justify the Corporation's not indemnifying or making an advance. In the event a quorum of disinterested directors is not obtainable, the board of directors shall promptly direct that independent legal counsel shall decide whether the person acted in the manner set forth in such Sections as to justify the Corporation's not indemnifying or making an advance. The right to indemnification or advance as granted by this Article shall be enforceable by the indemnitee in any court of competent jurisdiction if the board of directors or independent legal counsel denies the claim, in whole or in part, or if disposition of such claim is not made within ninety days. The indemnitee's expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any such proceeding shall also be indemnified by the Corporation.

SECTION 7. Indemnification of Officers, Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the board of directors, grant rights to indemnification, and to the advancement of expenses to any officer, employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors of the Corporation.

SECTION 8. Other Rights and Remedies. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. All rights to indemnification under this Article shall be deemed to be provided by a contract between the Corporation and the director, officer, employee or agent who serves in such capacity at any time while these By-laws and other relevant provisions of the Delaware General Corporation Law and other applicable law, if any, are in effect. Any repeal or modification thereof shall not affect any rights or obligations then existing.

SECTION 9. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the

Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

SECTION 10. Constituent Corporation. For the purposes of this Article, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation, so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

SECTION 11. Other Enterprises, Fines, and Serving at Corporation's Request. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article.

SECTION 12. Savings Clause. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation nevertheless shall indemnify each director of the Corporation and may indemnify each officer, employee and agent as to expenses (including attorneys' fees), judgments, fines, amounts paid in settlement and any and all other charges against which such person may be indemnified and held harmless as authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended, other applicable law, if any, the Certificate of Incorporation of the Corporation, or these By-laws, with

respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, and an action by or in the name of the Corporation, to the fullest extent permitted by any applicable portion of this Article that shall not have been invalidated or by any other applicable law.

ARTICLE VI

RECORDS--REPORTS--INSPECTION

SECTION 1. Records. The Corporation shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts may be kept outside the State of Delaware at the offices of the Corporation in Greenwich, Connecticut, or at such other place or places as may be designated from time to time by the Board of Directors.

SECTION 2. Inspection. The share register or duplicate share register, the books of account, and minutes of proceedings of the stockholders and directors shall be open to inspection upon the written demand of any stockholder of record, at any reasonable time, and for a purpose reasonably related to his or her interests as a stockholder. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts. Demand for inspection shall be served upon the President, Secretary or Assistant Secretary of the Corporation.

SECTION 3. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

SECTION 4. Loans. Any officer or officers, or agent or agents of the Corporation thereunto authorized by the Board of Directors or by any duly authorized committee of directors, may effect loans or advances at any time for the Corporation, in the ordinary course of the Corporation's business, from any bank, trust company or other institution or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation, and when authorized to do so may pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board of directors or any duly authorized committee of directors may be general or confined to specific instances.

SECTION 5. Deposits. The Board of Directors shall select banks, trust companies or other depositories in which all funds of the Corporation not otherwise employed shall, from time to time, be deposited to the credit of the Corporation.

SECTION 6. Voting Securities Held by the Corporation. Unless otherwise ordered by the Board of Directors, the Chairman of the Board shall have full power and authority on behalf of the Corporation to attend, to act and to vote at any meeting of security holders of other corporations in which the Corporation may hold securities. The Board of Directors may, from time to time, confer like powers upon any other person or persons.

SECTION 7. Contracts. The Board of Directors, except as the By-Laws or Certificate of Incorporation otherwise specifically provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or agreement or to pledge its credit to render it liable for any purpose or in any amount.

SECTION 8. Inspection of By-Laws. The Corporation shall keep in its principal office for the transaction of business the original or a copy of the By-Laws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the stockholders at all times during business hours.

ARTICLE VII

CERTIFICATES OF STOCK

SECTION 1. Regulation. Subject to the terms of any contract of the Corporation, the Board of Directors may make such rules and regulations as it may deem expedient concerning the issue, transfer, and registration of certificates for shares of the stock of the Corporation, including the issue of new certificates for lost, stolen or destroyed certificates, and including the appointment of transfer agents and registrars.

SECTION 2. Certificates of Stock. Certificates representing shares of the Corporation shall be in such form as may be determined by the Board of Directors. Every stockholder shall be entitled to have a certificate signed by or in the name of the Corporation by the Chairman of the Board or the President, and the Secretary or an Assistant Secretary of such Corporation, certifying the number of

shares owned by him in such Corporation. If such certificate is countersigned (a) by a transfer agent other than the Corporation or its employee, or (b) by a registrar other than the Corporation or its employee, the signatures of the officers of the Corporation may be facsimiles. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be an officer of the Corporation, issuance of certificates bearing such prior officer's signature shall have the same effect as if he were an officer at the date of issuance.

All certificates for shares of each class or series within a class shall be consecutively numbered. Certificates shall not be issued representing fractional shares of stock. The name of the person owning the shares represented thereby with the number of shares and the date of issue shall be entered on the books of the Corporation. All certificates surrendered to the Corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except as provided in Section 4 of this Article in the case of a lost, stolen, destroyed or mutilated certificate.

SECTION 3. Transfer. (a) Upon surrender to the Secretary or transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books unless, under any federal or state securities law or otherwise such transfer would be adverse to the best interests of the Corporation, or unless the Corporation has received notice of an adverse claim to the certificate.

(b) A person in whose name shares of stock stand on the books of the Corporation shall be deemed the owner thereof as regards the Corporation; provided that whenever any transfer of shares shall be made for collateral security, and not absolutely, and written notice thereof shall be given to the Secretary of the Corporation or its transfer agent, if any, such fact shall be stated in the entry of the transfer.

(c) When a transfer of shares is requested and there is reasonable doubt as to the right of the person seeking the transfer, the Corporation or its transfer agent, before recording the transfer of the shares on its books or issuing any certificate therefor, may require that the person seeking the transfer provide reasonable proof of his right to the transfer. If there remains a reasonable doubt of the right to the transfer, the Corporation may refuse a transfer unless the person gives adequate security or a bond.

of indemnity executed by a corporate surety or by two individual sureties satisfactory to the Corporation as to form, amount, and responsibility of the sureties. The bond shall be conditioned to protect the Corporation, its officers, transfer agents, and registrars, or any of them, against loss, damage, expense, or other liability to the owner of the issuance of a new certificate for shares.

SECTION 4. Lost or Destroyed Certificates.

(a) Where the holder of a share certificate claims that the certificate has been lost, destroyed, or wrongfully taken, the Corporation shall issue a new certificate in place of the original certificate if the owner (i) requests before the Corporation has notice that the share has been acquired by a bona fide purchaser, (ii) files with the Corporation a sufficient indemnity bond and (iii) satisfies any other reasonable requirements imposed by the Board of Directors.

(b) Where a share certificate has been lost, apparently destroyed, or wrongfully taken and the owner fails to notify the Corporation of the fact within a reasonable time after he has notice of it, and the Corporation registers a transfer of the shares represented by the security before receiving such a notification, the owner is precluded from asserting against the Corporation any claim for registering the transfer or any claim to a new security.

(c) If, after the issue of a new security as a replacement for a lost, destroyed, or wrongfully taken certificate, a bona fide purchaser of the original certificate presents it for registration of transfer, the Corporation must register the transfer unless registration would result in over-issue. In addition to any rights on the indemnity bond, the Corporation may recover the new security from the person to whom it was issued or any person taking under him except a bona fide purchaser.

SECTION 5. Transfer Agents and Registrars. The Board of Directors may appoint one or more transfer agents or transfer clerks, and one or more registrars which shall be an incorporated bank or trust company, either domestic or foreign, who shall be appointed at such times and places as the requirements of the Corporation may necessitate and the Board of Directors may designate.

ARTICLE VIII

DIVIDENDS

SECTION 1. Declaration. The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Certificate

of Incorporation and in accordance with the laws of the State of Delaware.

SECTION 2. Reserve. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Board of Directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the Board of Directors shall think conducive to the interest of the corporation, and the Directors may modify or abolish any such reserve in the manner in which it was created.

ARTICLE IX

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these By-Laws or under the provisions of the Certificate of Incorporation or under the provisions of the General Corporation Laws of the State of Delaware, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

AMENDMENTS

SECTION 1. Power of Stockholders. These By-Laws may be repealed or amended, or new By-Laws may be adopted at an annual meeting or at any other meeting of the stockholders, called for the purpose by the Board of Directors, by a vote representing a majority of the shares entitled to vote, or by the written assent of such shareholders.

SECTION 2. Power of Directors. The Board of Directors by a majority vote thereof shall have the power to make, alter, amend or repeal the By-Laws of the Corporation at any regular or special meeting of the Board, or by the written assent of all of the directors. This power shall not be exercised by any committee of the Board of Directors.

SECTION 3. Record of Amendments. Whenever an amendment or new By-Law is adopted, it shall be copied in the books of By-Laws with the original By-Laws, in the appropriate place. If any By-Law is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed, shall be stated in said book.

ARTICLE XI

SEAL

The Corporation shall adopt and use a corporate seal consisting of a circle setting forth on its circumference the name of the Corporation and showing the state and year of incorporation.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

AMENDMENT TO AMENDED AND RESTATED BY-LAWS

VERMONT TELEPHONE COMPANY, INC.

AMENDMENT
TO
AMENDED AND RESTATED BY-LAWS

EFFECTIVE OCTOBER 3, 1994

Article IV of the Amended and Restated By-Laws of Vermont Telephone Company, Inc., a Delaware corporation, is hereby amended and restated in relevant part as set forth below. All other provisions of the By-Laws and of Article IV thereof shall remain in full force and effect, unamended, except for the amendments set forth in this Amendment.

"ARTICLE IV

OFFICERS

"SECTION 1. Number. The officers of the Corporation shall be a Chairman of the Board, a President, a Treasurer, and a Secretary, and where elected, one or more Vice-Presidents, any one or more of which may be designated Executive Vice President or Senior Vice President, and the holders of such other offices as may be established in accordance with the provisions of Section 3 of this Article. Any person may hold two or more offices. No officer shall execute, acknowledge, verify or countersign any instrument on behalf of the Corporation in more than one capacity, if such instrument is required by law, by these by-laws or by any act of the Corporation to be executed, acknowledged, verified or countersigned by two or more officers.

* * *

"SECTION 6. Chairman of the Board. The Chairman of the Board shall have general supervision, direction and control of the business and all other officers of the Corporation. He shall preside at all meetings of the shareholders and at all meetings of the Board of Directors. The Chairman of the Board shall formulate and submit to the Board of Directors matters of general policy for the Corporation. The Chairman of the Board shall have the power to appoint and remove subordinate officers, agents and employees, except those elected or appointed by the Board of Directors. The Chairman of the Board may sign with the President or the Secretary or any other officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares of the Corporation and any deeds, bonds, mortgages, contracts, checks,

Directors or the Chairman of the Board. In the absence of the Chairman of the Board, the President shall preside at all meetings of the shareholders and at all meetings of the Board of Directors of the Corporation."

* * *



J. Michel Guite
Secretary

VERMONT TELEPHONE COMPANY, INC.

FCC Form 601

EXHIBIT H

Page 1 of 1

GEOGRAPHIC OVERLAP STATEMENT

The spectrum to be acquired by the Applicant as a result of Auction No. 58, BTA249E Lebanon-Claremont, NH covers the following counties: Grafton, NH; Sullivan, NH; and Windsor, VT. The Applicant currently holds the following licenses, which partially overlap this area:

<u>Call Sign</u>	<u>Service</u>	<u>Market</u>	<u>Counties</u>
KCC788	CD-Paging	Springfield, VT	Windsor, VT
WNWE481	IG-Industrial	Brownsville, VT	Windsor, VT
WPWZ678	WZ-Lower 700 MHz	CMA680-Vermont 2-Addison	Rutland, VT; Windham, VT; Windsor, VT; Addison, VT; Bennington, VT

**FCC 602
Main Form**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate
Submitted
03/07/2005 at 3:45 PM
File Number:
0002082095

Filing Type

1a) <input checked="" type="checkbox"/> Current Filing	___ Proposed Filing
1b) Is the purpose of this filing to report cellular cross-ownership holdings required pursuant to section 1.919 of the Commission's ___ Yes <input checked="" type="checkbox"/> No Rules?	
If 'Yes', provide an exhibit with this filing that identifies the Rural Service Area market(s) involved, as well as the cellular licensee of which the filer has acquired direct or indirect ownership interest of 10% or greater.	

Filer Information

2) First Name (if individual):	MI:	Last Name:	Suffix:
3) Filer Name (if entity): Vermont Telephone Company, Inc.		4) FCC Registration Number (FRN): 5209374	

5) Contact Information

Name and Address: Howard Shapiro PO BOX 10 G Street, N.E. - 7th Floor Washington DC 20002	Telephone Number: 202-371-1500 Fax Number: 202-371-1558 E-mail Address:
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Related FCC Regulated Businesses of Filer

6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	6b) Principal Business:	6c) FCC Registration Number (FRN):	6d) Percent of Interest Held:
VTel Wireless, Inc.	Telecommunications	3645843	100

Signature

7) Typed or Printed Name of Party Authorized to Sign

First Name: J. Michel	MI:	Last Name: Guite	Suffix:
Title: President			
Signature: J. Michel Guite			Date: 3/07/2005

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

**FCC 602 Main Form
March 2005**

**FCC 602
Schedule A**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Vermont National Telephone Company, Inc.		3) FCC Registration Number(FRN): 3646098	
4) Disclosable Interest Holder's Address: 354 River Street Springfield VT 05156			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Direct Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 100
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Common Stock:Voting		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

**FCC 602
Schedule A**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Walter	MI: B	Last Name: Hewlett	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 8327686	
4) Disclosable Interest Holder's Address: 354 River Street Springfield VT 05156			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 49.33
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Common Stock:Voting		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

FCC 602
Schedule A

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): J. Michel	MI:	Last Name: Gulte	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 8327769	
4) Disclosable Interest Holder's Address: 354 River Street Springfield VT 05156			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Indirect Ownership Interest in Filer Officer Key Management Personnel	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 50.67
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Common Stock: Voting		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

**FCC 602
Schedule A**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): J. Michel Guite Children's Trust		3) FCC Registration Number(FRN): 8380125	
4) Disclosable Interest Holder's Address: 354 River Street Springfield VT 05156			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Other Trust		7) Percent of Interest Held in Filer: 20.27
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Common Stock:Non-Voting		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

Vermont Telephone Company, Inc.
Disclosable Interest Holders

Exhibit 1
FCC Form 602
Page 1 of 1

